

THE COMPANIES ACTS 1948 to 1967 COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

CANADA SQUARE NOMINEES (UK) LIMITED

1. The name of the Company is " CANADA SQUARE NOMINEES (UK) LIMITED ".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are as follows:-
 - a) To act as nominee or agent either solely or jointly for any person or persons, company, corporation, Government, State, or Province, or of any municipal or other authority or public, body.
 - b) To hold in trust as trustee or as nominees, of any person or persons, company, corporation, Government, State, or Province, or of any municipal or other authority or public body, and deal with, manage and turn to account, any real and personal property of all kinds, and in particular shares, stocks, debentures, securities, policies, book debts, claims, and choses in actions, lands, buildings, hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licences and any interest in real or personal property, and any claims against such property or against any person or company.
 - c) To procure the Company to "be registered or recognised in any country or place, and to obtain any Provisional Order or Act of Parliament, or any enactment, decree, or other legislative or executive Act of any empire, kingdom, state, colony, municipality or other authority for enabling the Company to carry any of its objects into effect, or for effecting any alteration or modification of the Company's constitution.
 - d) To pay all expenses of and incidental to the formation and establishment of the Company.
 - e) To do all or any of the above things in any part of the world, and either as principals, agents, contractors or otherwise, and either alone or in conjunction or in partnership with others, and either by or through agents, sub-contractors, trustees or otherwise.

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- f) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- g) To distribute any of the assets of the Company among the Members in specie.
- h) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

i) It is hereby declared that where the context so admits the word "company" in this clause shall be deemed to include any partnership or other body of persons whether or not incorporated and, if incorporated, whether or not a company within the meaning of the Companies Act, 1948, and whether domiciled in England or elsewhere and that the objects of the Company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in anywise limited by reference to any other paragraph or the order in which the same occur or the name of the Company but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100, divided into 100 Shares of One Pound each.

We, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS
Subscriber

Number of Shares
taken by each

GORDON H. WOOLVERIDGE
23 CANONBURY PARK NORTH,
LONDON N1 2J2
Company Secretary

One

JOHN WYKES
20 ARDROSSAN GARDENS, WORCESTER PARK, SURREY KT4 7AU
Assistant Company Secretary

One

Dated this 18th day of October 1973

Witness to the above Signatures -

NORMA R. WALKER
187 GREAT CULLINGS,
RUSH GREEN, ROMFORD, ESSEX
Secretarial Assistant

THE COMPANIES ACTS 1948 to 1967 COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

CANADA SQUARE NOMINEES (UK) LIMITED

PRELIMINARY - PRIVATE COMPANY

1. The regulations in Part I and regulations 2, 3 and 4 in Part II of Table A in the First Schedule to the Companies Act 1948, as amended by the Companies Act 1967 (hereinafter called Table A) , shall apply to the Company so far as the same are not excluded or varied hereby.

INTERPRETATION

2. References in Table A and in these Articles to "these regulations" shall be construed as references to the regulations of the Company for the time being in force, whether contained in Table A or in these Articles, Except as otherwise stated references herein to particular regulations of Table A are references to those contained in Part I thereof.

SHARE CAPITAL AND VARIATION OF RIGHTS

3.01 If any such separate General Meeting as is referred to in regulation 4 of Table A shall be adjourned by reason of there being no quorum present and if at the adjourned meeting a quorum shall not be present within fifteen minutes from the time appointed for such adjourned meeting, those holders of shares of the class in question who are present shall be a quorum and regulation 4 of Table A shall be modified accordingly.

3.02 If any class of shares shall be issued with any preferential right to dividend or return of capital, the creation or issue of other shares, ranking pari passu with that class as regards either dividend or return of capital, shall (unless otherwise expressly provided by the terms of issue of the said class) be deemed a variation of the rights of the holders of that class of shares. Regulation 5 of

Table A shall not apply.

LIEN

4 The Company's liens shall apply to all shares whether or not fully paid and accordingly, in regulation 11 of Table A, the words "(not being a fully paid share)" and the words "(other than fully paid shares)" shall be omitted.

TRANSFER OF SHARES

5 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.

MEMBERS' RESOLUTIONS

6 Subject to the provisions of the Act, a resolution in writing signed by all the members of the Company who at the date of such resolution were entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effectual as if it had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members. Each signature may be given personally or by a duly appointed attorney or in the case of a body corporate by an officer or by its duly authorised representative.

MEETINGS

7.01 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided two members present in person or by proxy shall be a quorum. Regulation 53 of Table A shall not apply.

7.02 At any General Meeting a poll may be demanded by the Chairman or by any member entitled to vote present in person or by proxy and regulation 58

of Table A shall be modified accordingly.

7.03 If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting. Regulation 66 of Table A shall not apply.

PROXIES

8. An instrument appointing a proxy may be in any usual or common form or in any other form, which the Directors may approve. Regulations 70 and 71 of Table A shall not apply.

DIRECTORS

9.01 The number of the Directors shall be determined by the subscribers to the memorandum of association.

9.02 The first Directors shall be appointed by the subscribers to the memorandum of association who may appoint one or more of their number to the office of Director.

9.03 Regulation 75 of Table A shall not apply.

9.04 The words "and such remuneration shall be divided amongst the Directors as they shall agree or failing agreement equally" shall be inserted after the words "general meeting" at the end of the first sentence of regulation 76 of Table A.

POWERS AND DUTIES OF DIRECTORS

10.01 The Directors may exercise all the powers of the Company to borrow or raise money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party. Regulation 79 of Table A shall not apply.

10.02 A Director who is in any way either directly or indirectly interested in a contract or proposed

contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Companies Act 1948. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which he is interested and he shall be counted in reckoning whether a quorum is present. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply.

APPOINTMENT AND RETIREMENT OF DIRECTORS

11.01 The office of any Director shall be vacated, if the Director

- (a) ceases to be a Director by virtue of section 182 of the Companies Act 1948, or
- (b) becomes bankrupt, or
- (c) becomes incapable, by reason of mental disorder within the meaning of the Mental

Health Act 1959, of exercising his functions as Director, or

- (d) resigns his office by written notice to

the Company, or

- (e) has for more than six months been absent from the meetings of the Directors held within that period without permission of the Directors, whether or not an alternate has attended in his place.

11.02 There shall be no retiring age for Directors and section 185 of the Companies Act 1948 shall not apply.

11.03 The Directors shall not be required to retire by rotation and accordingly regulations 89, 90, 91, 92, 93 and 94 and the last sentences of regulations 95 and 97 of Table A shall not apply.

ALTERNATE DIRECTORS

12.01 A Director may appoint any other Director, or any other person approved by the Directors, as his alternate and may at any time revoke any such appointment.

12.02 An alternate Director shall (subject to his giving to the Company an address for service within the United Kingdom) be entitled to notice of meetings of Directors, to attend and vote as a Director at any meeting at which his appointor is not personally present, and generally, in the absence of his appointor, to

exercise all the functions of his appointor as a Director. A Director present at a meeting of Directors and appointed alternate for another Director shall have an additional vote for each of his appointors absent from such meeting.

12.03 An alternate Director shall be deemed an officer- of the Company and not the agent of his appointor.

12.04 The appointor of an alternate Director may direct the payment to the alternate Director of part or all of the remuneration which would otherwise be payable to the appointor. Except as so directed, an alternate Director shall not be entitled to any remuneration from the Company for acting in that capacity.

12.05 An alternate Director shall cease to be an alternate Director if for any reason his appointment is revoked or his appointor ceases to be a Director.

12.06 All appointments and revocations of appointments of alternate Directors shall be in writing under hand of the appointor left at the Company's registered office.

12.07 An alternate Director shall not require any share qualification but by virtue of his office shall be entitled to attend and speak at any General Meeting of the Company or at any separate meeting of the holders of any class of shares of the Company whether or not he is entitled to attend by virtue of a holding of shares.

12.08 An appointment of an alternate for any of the first Directors made by the subscribers of the memorandum of association or a majority of them shall be as valid and shall take effect as if it were an appointment made by such Director personally of a person approved by the Directors.

PROCEEDINGS OF DIRECTORS

13.01 The quorum necessary for the transaction of business by the Directors may be fixed by the Directors and until so fixed shall be two. In the absence of his appointor, an alternate Director present at a meeting of Directors may be counted in reckoning whether a quorum is present.

13.02 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a duly convened meeting of Directors. Any such resolution may consist of several documents in like form each signed by one or more of the Directors. The signature of an alternate Director shall be as

effectual as the signature of his appointor. Regulation 106 of Table A shall not apply.

NOTICES

14. A notice may be given by the Company to any member either personally or by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the expiration of twenty-four hours after the letter containing the same is posted. Regulation 131 of Table A shall not apply.

INFORMATION

15. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information supported (if the Directors so require) by a statutory declaration, which they consider necessary for the purpose of determining whether or not the Company is a close company within the meaning of the Finance Act 1965 or any statutory modification or re-enactment thereof.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

GORDON H. WOOLVERIDGE 23 CANONBURY PARK NORTH, LONDON N1 2J2 Company
Secretary

JOHN WYKES
20 ARDROSSAN GARDENS, WORCESTER PARK, SURREY KT4 7AU Assistant Company
Secretary

DATED the 18th day of October 1973

Witness to the above signatures:-

NORMA R. WALKER
187 GREAT CULLINGS,
RUSH GREEN, ROMFORD, ESSEX
Secretarial Assistant